



STATE OF NEW JERSEY
Board of Public Utilities
Two Gateway Center
Newark, NJ 07102
www.bpu.state.nj.us

TELECOMMUNICATIONS

IN THE MATTER OF THE JOINT PETITION)
OF SUNESYS, LLC, INFRASOURCE)
SERVICES INC., AND QUANTA)
SERVICES, INC., FOR APPROVAL OF)
THE TRANSFER OF ULTIMATE CONTROL)
OF SUNESYS, LLC)

ORDER OF APPROVAL

DOCKET NO. TM07050301

(SERVICE LIST ATTACHED)

BY THE BOARD:

On May 4, 2007, Sunesys, LLC (Sunesys) InfraSource Services, Inc. (IFS) and Quanta Services, Inc. (Quanta) (collectively, Petitioners) filed a petition pursuant to N.J.S.A. 48:2-51.1 and 48:3-10, filed a petition seeking the Board's approval of the ultimate transfer of control of Sunesys. Currently, Sunesys is a wholly owned subsidiary of InfraSource Incorporated, (InfraSource) whose ultimate corporate parent is IFS. Following the transfer, Quanta MS Acquisition, Inc. (Merger Sub), a wholly owned subsidiary of Quanta Services, Inc. (Quanta) will merge with and into IFS, resulting in IFS becoming a wholly owned subsidiary of Quanta, and Quanta becoming the new ultimate corporate parent of both InfraSource and Sunesys. Upon consummation of the transfer, Sunesys will continue to offer services at the same terms, rates and conditions that it currently provides such services in the State.

BACKGROUND

Sunesys is a Delaware Limited Liability Company whose sole member is its immediate parent, InfraSource. In New Jersey, Sunesys is authorized to provide local exchange and interexchange telecommunications services. See, I/M/O the Petition for an Order Authorizing Sunesys, Inc., to Provide Local Exchange and Inter-Exchange Telecommunications Services throughout New Jersey, Docket No. TE00040261, dated May 9, 2001. Sunesys is also authorized to provide telecommunications services in the states of California, Florida, Georgia, Illinois, New York, North Carolina, Ohio, Delaware, Maryland, Pennsylvania, Virginia and in the District of Columbia. According to the petition, Sunesys provides telecommunications service to a variety of commercial, education and health care customers in New Jersey. InfraSource is a Delaware corporation with principal offices located in Media, Pennsylvania. According to the petition, InfraSource is a specialty contractor serving utility transmission and distribution infrastructure throughout the United States. InfraSource is a wholly owned subsidiary of IFS, a Delaware corporation whose common stock is listed on the New York Stock Exchange.

InfraSource is a Delaware corporation with principal offices located in Media, Pennsylvania. According to the petition, InfraSource is a specialty contractor serving utility transmission and

distribution infrastructure throughout the United States. InfraSource is a wholly owned subsidiary of IFS, a Delaware corporation whose common stock is listed on the New York Stock Exchange.

Merger Sub, a wholly owned subsidiary of Quanta, is a Delaware corporation with its principal place of business located at in Houston, Texas. The petitioners state that Merger Sub is not presently providing any public utility services in the State of New Jersey and will not be providing such services following the merger.

Quanta, a Delaware corporation, provides specialized contracting services, delivering end-to-end network solutions for the electric power, gas telecommunications and cable television industries. Services include installing, repairing and maintaining network infrastructure nationwide. Quanta's principal place of business is located in Houston, Texas. Quanta's common stock is listed on the New York Stock Exchange.

DISCUSSION

Pursuant to an Agreement and Plan of Merger (Agreement), dated as of March 18, 2007, entered into among Quanta, Merger Sub and IFS, Merger Sub will merge with and into IFS with IFS surviving. Upon consummation of the transaction, 100% of the stock of IFS will be owned by Quanta, resulting in both InfraSource and Sunesys becoming wholly owned subsidiaries of Quanta. The stock transaction is valued at \$1.26 billion based on Quanta's closing stock price on March 16, 2007. Upon closing, on a fully diluted basis, Quanta and InfraSource stockholders are expected to own in the aggregate approximately 75% and 25%, respectively, of the combined company.

Petitioners state that the only change to Sunesys will be to its ultimate ownership and control and the transfer of control of Sunesys will be transparent to customers. The proposed transfer will not cause any disruption of service to customers or any change to the rates, terms and conditions of such services. Further, the proposed transactions will provide Sunesys with access to Quanta's financial resources, which will enable Sunesys to expand its offerings and provide more advanced telecommunications services in New Jersey. The proposed transactions, therefore, facilitate the Board's long-standing goal of fostering facilities-based competition.

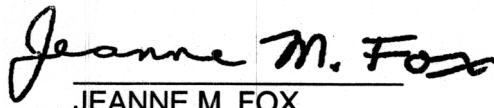
FINDINGS AND CONCLUSIONS

After a thorough review of the petition and all related documents, the Board concludes that there will be no negative impact on rates or service quality since Sunesys' New Jersey customers will continue to receive the same services from the same entity at the same rates and under the same terms and conditions. Nor will there be a negative impact on employees or on competition. Moreover, a positive benefit may be expected from the strengthening of the Petitioners in the telecommunications market. By letter dated May 31, 2007 the Division of Rate Counsel advised the Board that it recommends approval of the petition.


Accordingly, after careful review of this matter, the Board FINDS that the change of control will have no material negative impact on competition, the rates of current customers, or on employees. The Board also FINDS that the transfer will have no negative impact on the provision of safe, adequate and proper service, and will positively benefit competition. Therefore, after investigation, having considered the record and exhibits submitted in this proceeding, the Board FINDS that the proposed transfer is in accordance with the law and public interest. The Board HEREBY ORDERS that the Petitioners shall notify the Board of the closing of the proposed transactions within 7 days of the consummation of the transfer.

DATED: 6/20/07

BOARD OF PUBLIC UTILITIES
BY:


JEANNE M. FOX
PRESIDENT


FREDERICK F. BUTLER
COMMISSIONER


CONNIE O. HUGHES
COMMISSIONER

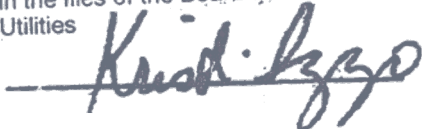

JOSEPH L. FIORDALISO
COMMISSIONER


CHRISTINE V. BATOR
COMMISSIONER

ATTEST:


KRISTI IZZO
SECRETARY

I HEREBY CERTIFY that the within
document is a true copy of the original
in the files of the Board of Public
Utilities



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Docket No. TM07050301

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